

**DECLARATION UNDER 37 C.F.R. § 1.63
(Joint Inventors)**

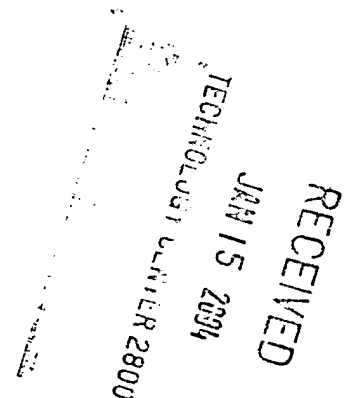
As the below named inventors, we hereby declare: that our residences, post office addresses and citizenships are as stated near our names below; that we are joint inventors and we believe we are the original and first inventors of the subject matter that is claimed and for which a patent is sought on the invention entitled:

CONTROL AND MOTOR ARRANGEMENT FOR USE IN MODEL TRAIN

which is described and claimed in the specification filed on October 31, 2000 having U.S. Application Serial No. 09/702,466 and amended by any amendment thereto submitted therewith (if any) and which is a Continuation-In-Part of U.S. Application Serial No. 09/185,885 filed November 4, 1998 (now abandoned); that we have reviewed and understand the contents of this specification, including the claims, as amended by any amendment referred to above; that we do not know and do not believe the same was ever known or used in the United States of America before our invention thereof or patented or described in any printed publication, in any country before our invention thereof more than one year prior to this application, or in public use or on sale in the United States of America more than one year prior to this application; that the invention has not been patented or made the subject of an inventor's certificate issued before the date of this application in any country foreign to the United States of America or an application filed by us or our legal representative or assigns more than twelve (12) months prior to this application; that we acknowledge our duty to disclose to the U.S. Patent and Trademark Office information of which we are aware that is material to the patentability to the examination of this application in accordance with Title 37, Code of Federal Regulations, Section 1.56; and that no application for patent or inventor's certificate on this invention has been filed in any country foreign to the United States of America prior to this application by us or our legal representative or assigns except as follows:

None

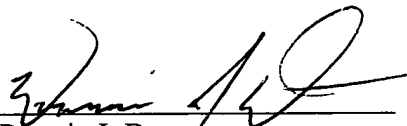
We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believe to be true; and further that these statement were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.



Atty. Dkt. No.: 69,010-237
Serial No. 09/702,466

Please address all correspondence and telephone calls to:

DYKEMA GOSSETT PLLC
39577 Woodward Avenue, Suite 300
Bloomfield Hills, Michigan 48304
(248) 203-0700


Dennis J. Denen

Residence address and Post Office
Address:

1167 Oak Bluff Court
Westerville, OH 43081

Citizenship: United States

Dated: 11/28/2007

Neil P. Young

Residence address and Post Office
Address:

3240 Bear Gulch Road
Redwood City, CA 94062

Citizenship: Canada

Dated: _____

Gary L. Moreau

Residence address and Post Office
Address:

929 Loggers Circle
Rochester, MI 48307

Citizenship: United States

Dated: _____

Martin Pierson

Residence address:

2662 Crooked Lake Road
Howell, MI 48844

Post Office Address:

P.O. Box 572
Howell, Michigan 48844

Citizenship: United States

Dated: _____

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3240 Bear Gulch Road
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Citizenship: Canada

Dated: 12/19/03

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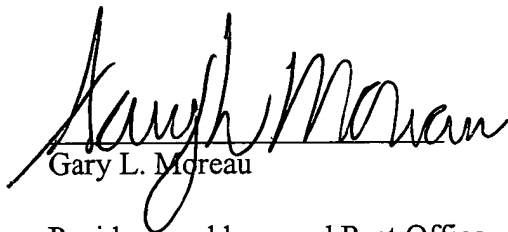
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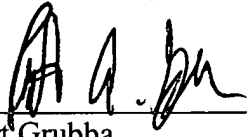
P.O. Box 572
Howell, Michigan 48844

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Dated: 12/1/03

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Serial No. 09/702,466



Robert Grubba

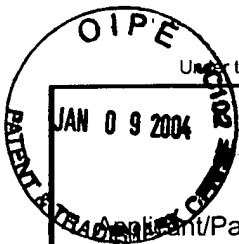
Residence address and Post Office
Address:

290 Golden Saddle Lane
Ormond Beach, Florida 32174

Citizenship: United States

Dated: 12-3-03

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PTO/SB/96 (08-03)
Approved for use through 07/31/2006. OMB 0651-0031
Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: Denen, et al.

Application No./Patent No.: 09/702,466

Filed/Issue Date: 10/31/00

Entitled: **CONTROL AND MOTOR ARRANGEMENT FOR USE IN MODEL TRAIN**

Lionel L.L.C.

, a limited liability company

(Name of Assignee)

(Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by, percentage) of its ownership interest is _____ %
in the patent application/patent identified above by virtue of either:

A. ☒ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B. ☐ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
2. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☐ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to

Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See

MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

12-17-03
Date
586 949 4100
Telephone number

Scott Turkington
Typed or printed name
[Signature]
Signature
Chief Financial Officer
Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETE D FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

PATENTS ONLY

Tab settings → → →

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**DENNIS J. DENEN, NEIL P. YOUNG, GARY L. MOREAU,
MARTIN PIERSON and ROBERT GRUBBA**

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment

☐ Merger

☐ Security Agreement

☐ Change of Name

☐ Other

Execution Date: 11/24/03; 12/19/03; 12/01/0; 1/09/04; 12/04/03

2. Name and address of receiving party(ies):

Name: LIONEL L.L.C.

Address: 50625 RICHARD W. BOULEVARD

City: CHESTERFIELD

State/Prov.: MI

Country: USA

ZIP: 48051

Additional name(s) & address(es)

☐ Yes ☒ No

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

09/702,466

10/31/2000

B. Patent No.(s)

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JEFFREY L. DOYLE

Registration No. 54,074

Address: 39577 WOODWARD AVENUE

SUITE 300

City: BLOOMFIELD HILLS

State/Prov.: MI

Country: USA

ZIP: 48304

6. Total number of applications and patents involved:

2

7. Total fee (37 CFR 3.41):.....\$ 80.00

☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account

☒ Authorized to be charged to deposit account

8. Deposit account number:

04-2223

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

JEFFREY L. DOYLE

Name of Person Signing

Signature

01/09/2004

Date

7

Total number of pages including cover sheet, attachments, and

Atty. Dkt. No.: 69,010-237
Serial No. 09/702,466

**ASSIGNMENT
(Joint Inventors)**

WHEREAS we, Dennis J. Denen, Neil P. Young, Gary L. Moreau, Martin Pierson, and Robert Grubba (hereinafter referred to as Assignors), residing respectively at 1167 Oak Bluff Court, Westerville, OH 43081, 3240 Bear Gulch Road, Redwood City, CA 94062, 929 Loggers Cirle, Rochester, MI 48307, 2662 Crooked Lake Road, Howell, MI 48844, and 290 Golden Saddle Lane, Ormond Beach, FL 32174 have invented new and useful improvements in:

CONTROL AND MOTOR ARRANGEMENT FOR USE IN MODEL TRAINS

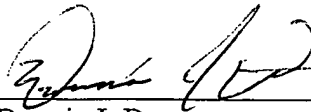
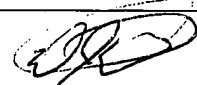
which is set forth in United States Patent Application Serial No. 09/702,466 filed on October 31, 2000 and amended by any amendment thereto submitted therewith (if any) and which is a Continuation-In-Part of U.S. Application Serial No. 09/185,558 filed November 4, 1998 (now abandoned);

AND WHEREAS, Lionel L.L.C. (hereinafter referred to as Assignee), of 50625 Richard W. Blvd., Chesterfield, MI 48051, is desirous of acquiring the entire right, title, and interest in and to said invention and said application for Letters Patent of the United States, and in and to Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon:

NOW THEREFORE, be it known by all whom it may concern, that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Assignors have assigned, sold and set over, and by these presents assign, sell and set over unto the Assignee, its successors, legal representatives and assigns, for the territory of the United States of America and all foreign countries, the entire right, title and interest in and to said invention, said application for Letters Patent, including the right to file foreign patent applications corresponding to said application, and the right to claim the date of said application for Letters Patent and any legal equivalents thereof, and any and all Letters Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and to any and all divisions, continuations, and continuations-in-part of said application, or reissues or extensions of said Letters Patent or Patents prepared and executed by Assignors on even date herewith, the same to be held and enjoyed by the Assignee, as fully and entirely as the same would have been held by the Assignors had this Assignment and sale not been made.

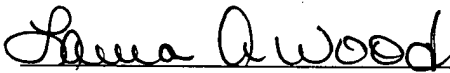

AND the Assignors hereby covenant and agree that the Assignors will at any time upon the request and at the expense of the Assignee execute and deliver any and all papers and do all lawful acts that may be necessary or desirable to perfect the title to said invention and to obtain Letters Patent therefor, and the Assignors hereby authorize and request the Commissioner of Patents to issue said Letters Patent to said Assignee in accordance with this Agreement.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.


Dennis J. Denen
DENEN 

STATE OF)
COUNTY OF)

Before me personally appeared said Dennis J. Denen and
acknowledged the foregoing instrument to be his own free act and deed, the 25th of
November, 2003.


Notary Public

LAURA A. WOOD
Notary Public
In and for the State of Ohio
My Commission Expires
November 12, 2008

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Neil P. Young

STATE OF)
COUNTY OF)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Dennis J. Denan

STATE OF _____)
COUNTY OF _____)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
19 day of December, 2003.



Neil P. Young

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

Before me personally appeared said NEIL P. YOUNG and
acknowledged the foregoing instrument to be his own free act and deed, the 19 of
December, 2003.



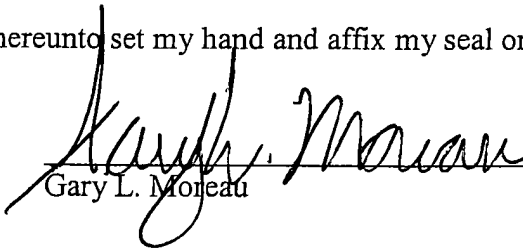
Notary Public

SEAL



Atty. Dkt. No.: 69,010-237
Serial No. 09/702,466

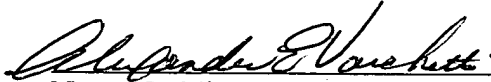
1ST IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
day of DECEMBER, 2003.



Gary L. Moreau

STATE OF MICHIGAN)
)
COUNTY OF MACOMB)

Before me personally appeared said GARY LOUIS MOREAU and
acknowledged the foregoing instrument to be his own free act and deed, the 1ST of
December, 2003.



Notary Public

SEAL

ALEXANDER E. VARCHETTI
NOTARY PUBLIC MACOMB CO., MI
MY COMMISSION EXPIRES Feb 3, 2004

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Martin Pierson

STATE OF)
)
COUNTY OF)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

Atty. Dkt. No.: 69,010-237
 Serial No. 09/702,466

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
 ____ day of _____, 2003.

 Gary L. Moreau

STATE OF)

COUNTY OF)

Before me personally appeared said _____ and
 acknowledged the foregoing instrument to be his own free act and deed, the _____ of
 _____, 2003.

 Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
9TH day of JANUARY, 2004.

 Martin Pierson

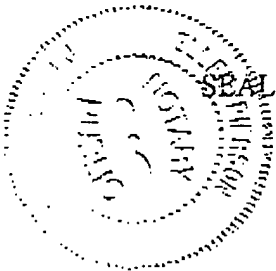
STATE OF

COUNTY OF

ELLEN PIERSON
 Notary Public Livingston County, Michigan
 My Commission Expires 02-17-2007

Before me personally appeared said Martin Pierson and
 acknowledged the foregoing instrument to be his own free act and deed, the 9th of
January, 2004

 Ellen Pierson
 Notary Public



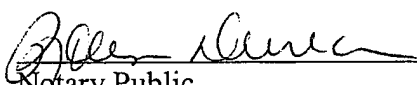
Atty. Dkt. No.: 69,010-237
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IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
04 day of Dec, 2003.


Robert Grubba

STATE OF Florida)
)
COUNTY OF Volusia)

Before me personally appeared said Robert A. Grubba and
acknowledged the foregoing instrument to be his own free act and deed, the 4th of
December, 2003.


Notary Public

SEAL

ROBIN DURHAM
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD197816
EXPIRES 04/25/2007
BONDED THRU 1-888-NOTARY1

Please address all correspondence and telephone calls, and upon recordation
Please return this document to:

DYKEMA GOSSETT PLLC
39577 Woodward Avenue, Suite 300
Bloomfield Hills, MI 48304
(248) 203-0700

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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1. Name of conveying party(ies):

**DENNIS J. DENEN, NEIL P. YOUNG, GARY L. MOREAU,
MARTIN PIERSON and ROBERT GRUBBA**

Additional names(s) of conveying party(ies)

☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment☐ Merger☐ Security Agreement☐ Change of Name☐ OtherExecution Date: 11/24/03; 12/19/03; 12/01/0; 1/09/04; 12/04/03

2. Name and address of receiving party(ies):

Name: LIONEL L.L.C.Address: 50625 RICHARD W. BOULEVARDCity: CHESTERFIELDState/Prov.: MICountry: USAZIP: 48051

Additional name(s) & address(es)

☐ Yes ☒ No

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.

Filing date

B. Patent No.(s)

09/702,46610/31/2000

Additional numbers

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: JEFFREY L. DOYLERegistration No. 54,074Address: 39577 WOODWARD AVENUESUITE 300City: BLOOMFIELD HILLSState/Prov.: MICountry: USAZIP: 48304

6. Total number of applications and patents involved:

27. Total fee (37 CFR 3.41):.....\$ 80.00☐ Enclosed - Any excess or insufficiency should be credited or debited to deposit account☒ Authorized to be charged to deposit account

8. Deposit account number:

04-2223

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*JEFFREY L. DOYLE

Name of Person Signing

Signature

01/09/2004

Date

7

Total number of pages including cover sheet, attachments, and

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(Joint Inventors)**

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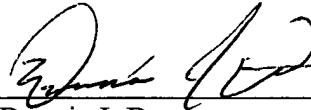
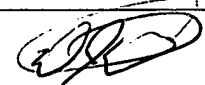
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NOW THEREFORE, be it known by all whom it may concern, that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Assignors have assigned, sold and set over, and by these presents assign, sell and set over unto the Assignee, its successors, legal representatives and assigns, for the territory of the United States of America and all foreign countries, the entire right, title and interest in and to said invention, said application for Letters Patent, including the right to file foreign patent applications corresponding to said application, and the right to claim the date of said application for Letters Patent and any legal equivalents thereof, and any and all Letters Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and to any and all divisions, continuations, and continuations-in-part of said application, or reissues or extensions of said Letters Patent or Patents prepared and executed by Assignors on even date herewith, the same to be held and enjoyed by the Assignee, as fully and entirely as the same would have been held by the Assignors had this Assignment and sale not been made.

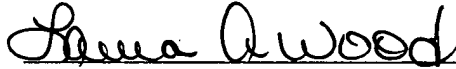

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IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.


Dennis J. Denen
DENEN 

STATE OF)
COUNTY OF)

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Notary Public
 LAURA A. WOOD
Notary Public
In and for the State of Ohio
My Commission Expires
November 12, 2008

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Neil P. Young

STATE OF)
COUNTY OF)

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acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

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____ day of _____, 2003.

Dennis J. Denan

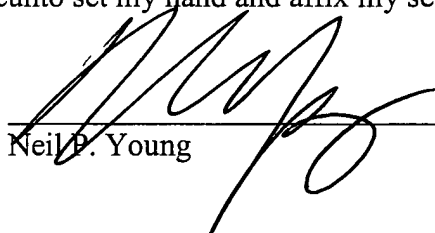
STATE OF _____)
_____))
COUNTY OF _____)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
19 day of December, 2003.



Neil P. Young

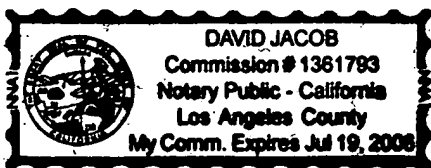
STATE OF CALIFORNIA)
_____))
COUNTY OF LOS ANGELES)

Before me personally appeared said NEIL P. YOUNG and
acknowledged the foregoing instrument to be his own free act and deed, the 19 of
December, 2003.



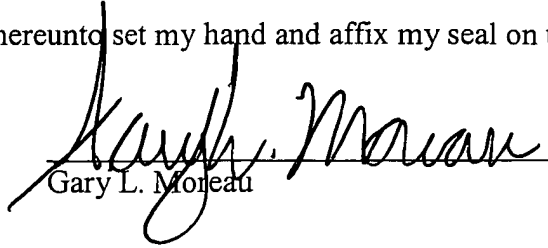
Notary Public

SEAL



Atty. Dkt. No.: 69,010-237
Serial No. 09/702,466

1ST IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
day of DECEMBER, 2003.



Gary L. Moreau

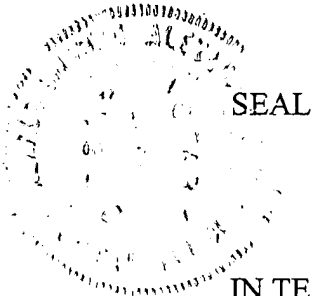
STATE OF MICHIGAN)
)
COUNTY OF MACOMB)

Before me personally appeared said GARY LOUIS MOREAU and
acknowledged the foregoing instrument to be his own free act and deed, the 1ST of
DECEMBER, 2003.



Notary Public

ALEXANDER E. VARCHETTI
NOTARY PUBLIC MACOMB CO., MI
MY COMMISSION EXPIRES Feb 3, 2006



IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Martin Pierson

STATE OF)
)
COUNTY OF)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

Atty. Dkt. No.: 69,010-237

Serial No. 09/702,466

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
____ day of _____, 2003.

Gary L. Moreau

STATE OF)

COUNTY OF)

Before me personally appeared said _____ and
acknowledged the foregoing instrument to be his own free act and deed, the _____ of
_____, 2003.

Notary Public

SEAL

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
9TH day of JANUARY, 2007.

MP

Martin Pierson

STATE OF

COUNTY OF

ELLEN PIERSON
Notary Public Livingston County, Michigan
My Commission Expires 02-17-2007

Before me personally appeared said Martin Pierson and
acknowledged the foregoing instrument to be his own free act and deed, the 9th of
January, 2007

Ellen Pierson

Notary Public

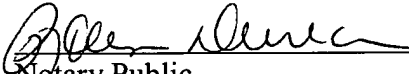


IN TESTIMONY WHEREOF, I hereunto set my hand and affix my seal on this
04 day of Dec, 2003.


Robert Grubba

STATE OF Florida)
)
COUNTY OF Volusia)

Before me personally appeared said Robert A. Grubba and
acknowledged the foregoing instrument to be his own free act and deed, the 4th of
December, 2003.


Notary Public

SEAL

ROBIN DURHAM
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD197816
EXPIRES 04/25/2007
BONDED THRU 1-888-NOTARY1

**Please address all correspondence and telephone calls, and upon recordation
Please return this document to:**

**DYKEMA GOSSETT PLLC
39577 Woodward Avenue, Suite 300
Bloomfield Hills, MI 48304
(248) 203-0700**